

Objection Deadline: October 23, 2013 at 4:00 p.m. (Prevailing Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**NOTICE OF FILING OF LEWIS KRUGER'S EIGHTH MONTHLY FEE
REPORT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013**

PLEASE TAKE NOTICE that pursuant to the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Lewis Kruger is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Mr. Kruger's capacity as Chief Restructuring Officer in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors"). Attached hereto as

Exhibit 1 is Mr. Kruger's eighth monthly fee report for the period from September 1, 2013 through September 30, 2013 (the "Monthly Fee Report").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **October 23, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi, Jennifer Marines and Meryl L. Rothchild); (b) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention:

Ken Ziman & Jonathan H. Hofer); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Greg Horowitz); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: October 3, 2013
New York, New York

Respectfully submitted,

/s/ Gary S. Lee

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*Counsel for the Debtors and
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Exhibit 1



October 3, 2013

Re: Mr. Kruger (Monthly Fee Report)

In accordance with the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103], annexed herewith is the billing report of Lewis Kruger covering the period from September 1, 2013 to September 30, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Mr. Kruger seeks payment of \$96,212.50 for professional services rendered, and \$238.68 for expense reimbursements for this period.

The professional services rendered by Mr. Kruger and so covered by this Monthly Fee Report include:

- Advise the Debtors on numerous issues relating to preparation for confirmation of the plan, including communicating and meeting with the Debtors' professionals, the Creditors' Committee and its professionals, and the Mediator to discuss, among other things, preparation for discovery and testimony in connection with the same, the reasonableness of certain settlements between the Debtors and certain parties, and issues regarding intercompany balances;
- Advise the Debtors and their professionals regarding pending litigation and mediation efforts between the Debtors and holders of junior secured notes (the "JSNs"), as well as the impact of the adversary proceeding on plan confirmation;
- Prepare for and attend hearings relating to the applications for professional fees for the third interim period, Syncora claim issues, and discovery issues relating to plan confirmation;
- Analyze certain federal obligations relating to the Consent Order and participate in discussions with the Federal Reserve Board, Department of Justice, the Debtors' professionals and respective management teams, and the Creditors' Committee to oversee the same; and
- Assist the Debtors in preparing to transfer the estate to a liquidating trust, and discuss the estate management plan with the Creditors' Committee and the Debtors' advisors in an effort to manage the Debtors' resources effectively and efficiently throughout the chapter 11 process.

Attached please find: (i) a summary of hours devoted and amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit A; (ii) a description of professional services and/or tasks comprising each project category to which Mr. Kruger expended time and for which he seeks compensation, annexed hereto as Exhibit B; and (iii) a detailed list of expenses incurred in connection with these chapter 11 cases for which Mr. Kruger seeks reimbursement, annexed hereto as Exhibit C. Detailed time entries are available for review upon request.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Tammy Hamzeshpour', written over a horizontal line.

Tammy Hamzeshpour
Chief Business Officer

Residential Capital, LLC

1100 Virginia Drive
Telephone: 215-682-1307

Fort Washington, PA 19034
E-mail: tammy.hamzeshpour@gmacrescap.com

EXHIBIT A

**Monthly Fee Report
September 1, 2013 – September 30, 2013**

Project Category	Hours	Rate	Value
1 - Plan Mediation	0.0	\$ 895.00	\$ —
2 - Plan – General	89.0	\$ 895.00	\$ 75,655.00
3 - RMBS Settlement	0.0	\$ 895.00	\$ —
4 - Claims Management	1.5	\$ 895.00	\$ 1,342.50
5 – Hearings	3.5	\$ 895.00	\$ 3,132.50
6 - Estate Management	13.5	\$ 895.00	\$ 12,082.50
TOTAL	107.5		\$ 96,212.50

EXHIBIT B

Project Category Descriptions

Project Category	Services Provided / Task Description
1 - Plan Mediation	N/A
2 - Plan - General	Advising the Debtors on numerous issues relating to preparation for confirmation of the plan, including communicating and meeting with the Debtors' professionals, the Creditors' Committee and its professionals, and the Mediator to discuss, among other things, the status of negotiations with JSN parties and pending litigation, preparing for discovery and testimony in connection with the same and plan confirmation, and analyzing and discussing a range of confirmation issues, such as the reasonableness of certain settlements between the Debtors and certain parties, intercompany balances and flow of funds and expert reports relating to the same, as well as participating in series of internal meetings and negotiation sessions in connection therewith.
3 - RMBS Settlement	N/A
4 - Claims Management	Analyzing the stipulation relating to pay down the JSNs, and communicating with respective professionals in connection with the same, and performing general claims administration, including analyses of the Debtors' objection in connection with certain securities claims.
5 - Hearings	Preparing for and attending hearings relating to the applications for professional fees for the third interim period, Syncora claim issues, and discovery issues relating to plan confirmation.
6 - Estate Management	Analyzing certain federal obligations relating to the Consent Order and participating in discussions with the Federal Reserve Board, Department of Justice, the Debtors' professionals and respective management teams, and the Creditors' Committee to oversee the same, assisting the Debtors in preparing to transfer the estate to a liquidating trust, review the estate management plan, analyze recent financial statements and performance reports, and discuss the same with the Creditors' Committee and the Debtors' advisors in an effort to manage the Debtors' resources effectively and efficiently throughout the chapter 11 process.

EXHIBIT C

Expense Detail

TRANSPORTATION		
Date	Amount	Business Purpose
8/29/2013	\$ 28.00	Cab to Court from MoFo.
8/29/2013	\$ 15.00	Cab from MoFo to home.
9/17/2013	\$ 17.00	Cab from MoFo to home.
9/24/2013	\$ 15.00	Cab from MoFo to home.
8/20/2013	\$ 12.00	Cab from MoFo to home.
TOTAL:	\$ 75.00	
MEALS		
Date	Amount	Business Purpose
8/20/2013	\$ 79.99	Lunch with Judge Peck regarding JSN Mediation.
8/21/2013	\$ 83.69	Lunch with K. Eckstein regarding litigation strategy, CLO, and other issues.
TOTAL:	\$ 163.68	
COPIES; TELEPHONE CHARGES		
Date	Amount	Business Purpose
N/A	N/A	N/A
MISCELLANEOUS		
Date	Amount	Business Purpose
N/A	N/A	N/A
SEPTEMBER EXPENSE TOTAL:	\$ 238.68	